



Winthrop Business Residence Limited
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 10th Floor Building
 Edmonton, Alberta T6G 2R6





CORBY, the Spirit Maker, is Canada's leading manufacturer and marketer of spirits and importer of wines. Corby's national leadership is sustained by our Portfolio of Excellence, the owned and represented brands that have built equity in the marketplace and deliver value for customers and shareholders.

Corby has been building brand value since 1859 and will continue to do so well into the 21st century.

financial highlights

(For the years ended August 31 (in thousands of dollars, except share and ratio amounts))

2002

2001

Results

Gross operating revenue	\$ 101,785	\$ 101,209
Earnings from operations	30,692	32,898
Earnings before income taxes	32,875	36,957
Net earnings	25,134	28,540
Cash flows from operating activities	25,430	24,430

Financial position at balance sheet date

Working capital	\$ 60,680	\$ 58,217
Total assets	259,223	254,798
Long-term debt	8,000	18,000
Shareholders' equity	86,476	72,946

Per common share

Net earnings	3.57	4.06
Dividends declared and paid	2.00	2.00
Shareholders' equity	12.24	10.37

Financial ratios

Working capital	6.8	7.1
Debt/equity	0.2	0.2
Return on average shareholders' equity	% 31.5	% 43.8
Pre-tax return on average capital employed	% 34.8	% 40.4

Krystyna T. Hoeg, CA

President &
Chief Executive Officer



> Introduction

Reflecting on the year past, it has been marked by world-wide shock from the New York tragedy, high profile business failures, world equity market down-drafts and challenging corporate governance issues, to name a few. Closer to home, the commercial market situation for Corby has been characterized by new competitive realities and opportunities.

With the rest of our industry, Corby saw the effects of the tragedy following September 11, 2001. Travel was down, and we saw a decline in bar and restaurant business. Although the national spirit is resilient and we rebounded quickly, the specific challenges of last year do not change the deeper trend that spirit sales in Canada have been essentially flat over several quarters.

During the course of this difficult year, our stated goal at Corby – to be a dynamic, marketing-led company delivering exceptional earnings growth and strong, consistent cash flows – has served us well. In a flat spirits market, we managed to boost our head brand growth by over 2%. We strengthened our corporate balance sheet and reduced our debt load. In addition to soft markets, the Corby bottom line was affected by the Liquor Board of Ontario's decision to take a further two weeks of inventory out of its supply chain. The successful international launch of *Tia Lusso*, a light cream liqueur based on Corby's *Tia Maria* brand also incurred start-up costs that affected profitability.

Our portfolio of excellence

Within this context, we remain encouraged that our lead brands continue to outperform the market. *Polar Ice*, *Wiser's*, and *Canadian Club* performed particularly well given their price increases. Most Canadians are unaware that Canada is the most price sensitive market for spirits in the world. Even so, Corby maintains and continues to grow 10 of the top 25 brands in Canada. Mid-year, the Allied Domecq acquisition of the exciting *Malibu* brand added youthful vibrancy to our portfolio. *Malibu*, a delicious coconut flavoured rum, is already the fourth fastest growing brand in the top 50 in Canada. The focus on *Malibu* creates investment and portfolio synergies that will bring growth for our shareholders.

The ready-to-drink category was exceptionally strong across North America in 2002. Corby positioned itself in that market with two innovative product launches - *C.C.&G* and *Keg Caesar*. The longer-term direction of this segment is, however, difficult to predict with an already softening demand for certain leading trademark brands. Nevertheless, ready-to-drink product innovation has added much needed excitement and growth to the adult beverage industry.

Our consumers and customers

To ensure our continued focus in an ever-changing marketplace, Corby is analyzing the purchase and consumption motivations of our consumers with increasing precision. As consumers in our industry receive greater attention, our direct customers are responding with their own changes.

The majority of our customers are the Canadian provincial liquor boards. Following Alberta's lead, British Columbia is the latest province to announce privatization. This is emerging as an important trend that will affect spirit sales and distribution in Canada. We are anticipating the demands this trend will place on our business, as liquor boards are likely to follow significantly different paths to privatization.

As a core strategy, we continue to move even closer to our consumers and customers. Our legacy of powerful regional brands, such as *Lamb's Palm Breeze* in Newfoundland and Labrador and *Royal Reserve* in Alberta, our dominance with huge international brands like *Kahlua* and *Beefeater*, and our strong relationships with our customers on a national, regional and local basis will create strong opportunities for us.

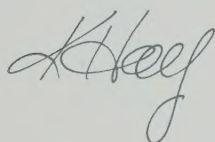
On a global scale, the trend to corporate consolidation is expected to continue in the wine and spirits industry. Through our strong relationship with our majority shareholder Allied Domecq, we will participate in what will be an exciting future. Our efforts continue to position Corby as the best spirits and wine distributor in Canada, identifying, targeting and executing against market opportunities to deliver profitable growth, strong cash flows and consistent returns to our shareholders.

The Corby team of excellence

Along with our Portfolio of Excellence, our employees are Corby's most important asset as we build value for our shareholders. They have my heartfelt admiration and thanks for delivering another profitable year in a difficult business climate.

In a period when questions are being raised about the quality of corporate governance, I am proud of the quality of leadership and counsel provided by Corby's Board of Directors and I am grateful for its members' support. I note especially the tremendous contribution of John Giffen who is retiring from our Board after 22 years of outstanding service. Mr. Giffen is a past Chair of the Board at Corby and has provided critically important leadership over the years on a number of Board committees. Thank you, John.

Corby, the Spirit Maker, continues confidently along a focused path, firm in its commitment to be Canada's best spirits and wine distributor, a powerful player within the industry, and a source of strong, dependable value for its shareholders.

A handwritten signature in dark ink, appearing to read 'K. Hoeg', with a stylized, cursive script.

Krystyna T. Hoeg, CA

President and Chief Executive Officer

whiskies

And, it's Smith now sweeping
it across to McCoy
A unique situation out here...
four offensive players...

McCoy in the box... four attacking players
flooding in toward the box...
Smith tosses to McCoy...
understand the situation here...

...Booof!!

Oooooowwww!
Oh, he really did give it some willy!...



Ballantine's Finest

Canadian Club

Canadian Club Reserve

Canadian Club Classic

The Glendronach

Laphroaig

Maker's Mark



Sales of the *Canadian Club* family of rye whiskies were up in 2002, substantially outperforming its category in Canada, and maintaining our position as the #2 Canadian whisky. Enhanced performance and brand recognition for CC were notable among younger consumers, aged 19-35, as well as in Ontario with CC Reserve. Corby's state-of-the-art consumer segmentation research will support even greater marketing success with this powerhouse brand as will the promotions spillover from the recent launch of CC Reserve in the U.S.



151 Countries.



Scapa



Teacher's
Highland Cream



Tullamore Dew



whiskies

I've learned that when I'm swimming
in the ocean...

and a piece of seaweed touches my foot,
I can sound a lot like a little girl.



Hiram Walker
Special Old



McGuinness
Silk Tassel



Royal Reserve



Wiser's
De Luxe



Wiser's
Special Blend



Wiser's
Very Old



The *Wiser's* brand of Canadian whiskies continued to drive growth for Corby, with *Wiser's Special Blend* up more than 7% and *Wiser's Deluxe* growing 5%. *Wiser's* continued its advance in the American market as well. Corby dominated the Canadian whisky segment in Canada with CC and *Wiser's* as well as with regional strength in *Royal Reserve* and other brands from our Portfolio of Excellence. Corby Scotch whisky sales also outpaced their category, with *Ballantine's* as Canada's #2 Scotch.

I've also
learned
about
Wiser's...
the full
flavour
whisky.



white spirits



Polar Ice continued its remarkable growth in 2002 as the fastest growing brand in the Canadian Top 25 at 11%, matched in growth by *Stolichnaya* vodka. New packaging and focused advertising and promotions helped drive Polar Ice sales growth both in Canada and in the U.S. Beefeater remained a powerhouse brand for Corby as the #1 gin in Canada. The Lamb's family was the third best-selling rum in Canada with particular depth and dominance in Atlantic Canada.

It's how
you look at it.



IT'S HOW YOU LOOK AT IT.



Sauza Hornitos
Tequila

Sauza Tequila Blanco

Sauza Tequila
Extra Gold

Stolichnaya

Stolichnaya
Ohrang

Stolichnaya
Razberi

Stolichnaya
Vanil



liqueurs and eaux de vie



Kahlua's ongoing strength as the #2 liqueur in Canada reinforced Corby's 36% leading market share in liqueurs. Brandy and cognac sales remained strong. Our delicious new coconut flavoured rum, *Malibu*, created great excitement in 2002, becoming the 4th fastest growing brand in the Canadian Top 50. And Corby's commitment to innovation was demonstrated by the global launch of *Tia Lusso*, a *Tia Maria* based premium cream liqueur.

You've created something new
and refreshing.

Kahlua...
the Primal Spirit.



Malibu
Coconut Rum

McGuinness
Black Russian

McGuinness
Blue Curaçao

McGuinness
Long Island Iced Tea

Meaghers
Crème de Menthe

Opal Nera

Raynal
Napoleon V.S.O.P.

Shocktales
Broken Down Golf Cart

Sour Puss

Stock 84

Tequila Rose

Tia Lusso

Tia Maria



vintages



Aliança
Vinho Verde



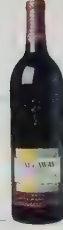
Black Tower



Clos du Bois
Merlot



Clos du Bois
Sauvignon Blanc



Callaway Coastal
Cabernet Sauvignon



Callaway Coastal
Chardonnay



Cockburn's Anno



Cockburn's
Special Reserve



Perrier Jouët
Cuvée



Perrier Jouët
Grand



Stock
Extra Dry Vermouth



Stock
Italian Vermouth



Sutter Home
Cabernet Sauvignon



Sutter Home
Sauvignon Blanc



Sutter Home
White Zinfandel



Tarapaca
Cabernet Sauvignon



Corby is a leading importer of fine wines to Canada. Our broad portfolio strength in wines and our prestigious brands, like *Mumm's* and the recently acquired *Sutter Home*, are combined with sales and marketing excellence to create value for our shareholders. Our new premium wine and spirits team is leveraging Corby's presence in licensee and retail sales channels, increasing opportunities for growth in both categories.



Folonari
Soave



Folonari
Valpolicella



Freixenet



Harveys
Bristol Cream



Mumm
Brut



Mumm
Carte Classique



Tarapaca
Sauvignon
Blanc



Trincherio
Cabernet Sauvignon



Trinity Oaks
Chardonnay



management's discussion & analysis

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David Stainton
Legal Counsel



Howard Kirke
Vice President,
International Markets



John Nicodemo
CFO,
Vice President, Finance
& Corporate Secretary



Mike Minchin
Vice President,
Marketing



Andy Alexander
Vice President,
Sales

> Corby Management Team

Overview

The Corporation continues in its successful efforts to build powerful, exciting brands that drive profitable growth with strong, consistent cash flows both in Canada and internationally.

Financial results

Net earnings amounted to \$25.1 million or \$3.57 per share for fiscal 2002 compared with \$28.5 million or \$4.06 per share for fiscal 2001. Earnings per share on a fully diluted basis amounted to \$3.56 for fiscal 2002 compared to \$4.04 for fiscal 2001.

The decrease in net earnings in fiscal 2002 is mainly attributable to a charge of \$1.7 million to cost of sales for the provision of obsolete inventory as well as to a decrease of \$2.9 million in the equity earnings from the investment in the Tia Maria group compared to fiscal 2001. These two factors had a combined effect of reducing the fiscal 2002 net earnings by \$0.56 per share on an after-tax basis.

Total operating revenue, consisting of sales revenue and commission income, amounted to \$101.8 million for fiscal 2002 compared with \$101.2 million for fiscal 2001. The performance of Corby's portfolio of brands at the consumer level is in line with our expectations and with the results of the overall spirits market in Canada.

The Corporation's consolidated gross profit margins on sales of its own brands decreased to 55.2% in fiscal 2002 from 57.8% in fiscal 2001. This was partially a result of cost of sale increases in the form of higher rye whisky and glass bottle costs. Furthermore, included in fiscal 2002 cost of sales is a charge of \$1.7 million for the provision of obsolete inventory at the Corporation's blending and bottling plant in Montreal. Without this charge, gross profit margins would have been 57.2%, which is in line with fiscal 2001.

Marketing, sales and administration expenses in fiscal 2002 amounted to \$32.1 million compared with \$31.1 million for fiscal 2001, an increase of 3%. More specifically, brand advertising and promotion expenditure increased by \$0.5 million compared to fiscal 2001. This is a direct result of the Corporation's decision to increase spending in advertising and promotion behind Wiser's whisky and Polar Ice vodka. As a result, both of these brands are outpacing the spirits' market growth rate as calculated on a consumer depletion basis with Wiser's up +6% and Polar Ice up +11% in fiscal 2002.

Interest expense decreased by \$1.1 million in fiscal 2002 compared to fiscal 2001 as a result of continued reduction in the Corporation's long-term debt, combined with lower cost of borrowings during the year.

The income tax provision for fiscal 2002 amounted to \$7.7 million compared with \$8.4 million for fiscal 2001. The tax provisions reflect effective tax rates of 23% for both fiscal 2002 and 2001, respectively.

Tia Maria group

Equity earnings from the Tia Maria Group decreased by 57% for the fiscal year compared to fiscal 2001 primarily as a result of significant investments in brand equity and the advertising and promotion costs associated with the launch of their new premium cream liqueur brand Tia Lusso.

Total operating revenue of the Tia Maria Group amounted to \$67.4 million for fiscal 2002 compared with \$47.2 million for fiscal 2001, an increase of 43%. Revenue from sales of the Tia Maria brand was up 24%, which was primarily due to 20% volume growth of the brand in the United Kingdom and Spain. Fiscal 2002 operating revenue also includes sales of Tia Lusso of \$7.6 million for the period beginning with the launch of the brand in May 2002 in the United Kingdom, Spain, Italy, Benelux, Greece and European Duty Free markets. The performance of Tia Lusso for the period from launch to the end of fiscal 2002 is on track to original plan.

Total advertising and promotion expenses in fiscal 2002 amounted to \$39.8 million compared with \$17.8 million for fiscal 2001. The increase reflects both an increase in investment behind the Tia Maria brand as well as an initial roll-out spend of \$13.3 million in the period to launch the Tia Lusso brand.

Net earnings of the Tia Maria Group amounted to \$5.0 million for fiscal 2002 compared with \$11.7 million for fiscal 2001. The decrease in net earnings in fiscal 2002 is attributed to the initial roll-out investment spend behind the Tia Lusso brand.

Cash flow analysis

The Corporation's operating activities contributed \$25.4 million to cash in fiscal 2002 compared with \$24.4 million in fiscal 2001. The increase is a result of the Corporation's continued efforts to streamline operations and maximize efficiencies wherever possible.

The Corporation received a dividend of \$2.2 million from its investment in the Tia Maria Group during fiscal 2002.

Cash flows used in financing and investing activities of \$23 million was primarily for the payment of regular dividends of \$2.00 per share or \$14.1 million. Long-term debt was also reduced to \$8.0 million in fiscal 2002 compared to \$18.0 million in fiscal 2001.

Balance sheet

Working capital was \$60.7 million as at August 31, 2002 compared with \$58.2 million as at August 31, 2001.

The loan from an affiliated company represents a financing debt instrument from Allied Domecq PLC. The loan to an affiliated company represents an investment in the form of an interest bearing debt instrument to Allied Domecq USA, an operating subsidiary of Allied Domecq PLC. The amount due to Allied Domecq PLC is without recourse and is secured by the capital of Allied Domecq PLC.

Outlook

The Corporation will continue to direct targeted and effective advertising and promotion expenditures behind its key core brands in Canada. It is the Corporation's objective to deliver profitable organic growth from core brands through identifying, targeting and executing against all market opportunities.

Investment plans for Tia Lusso, as announced by the Tia Maria Group, call for \$60 million in advertising and promotion spending over the next eighteen months as the brand is rolled out internationally. Spending on Tia Lusso will be financed from the internal operations of the Tia Maria Group. As a consequence, future equity earnings from the Corporation's investment in the Tia Maria Group will be negatively affected to the extent that advertising and promotion spend on Tia Lusso is not offset by gross margins on Tia Lusso sales over the same reporting period.

Operational cash flows are expected to remain strong as the Corporation continues to streamline operations and maximize efficiencies throughout the organization.

m a n a g e m e n t ' s a n d a u d i t o r s r e p o r t

Management's responsibility for consolidated financial statements

The accompanying consolidated financial statements of the Corporation were prepared by management in conformity with accounting principles generally accepted in Canada. The significant accounting policies, which management believes are appropriate for the Corporation, are described in the accompanying "Summary of Significant Accounting Policies." The financial information contained elsewhere in this Annual Report is consistent with that in the financial statements.

Management is responsible for the integrity and objectivity of the information contained in the financial statements and the "Management's Discussion and Analysis," including that which is based on estimates and judgements when transactions affecting the current accounting period are dependent upon future events. Management has established systems of internal control that are designed to provide reasonable assurance that assets are safeguarded from losses or unauthorized use and to produce reliable accounting records for the preparation of financial information.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Board has constituted an Audit Committee of Directors who are not members of management. The Committee meets periodically with management, the internal auditors and the external auditors to receive reports on internal accounting controls and audit results and to review accounting principles and practices. The Committee also reviews the financial statements and the external auditors' report thereon to the shareholders prior to submission to the Board of Directors for approval.

Management recognizes its responsibility for conducting the Corporation's affairs in compliance with established financial standards and applicable laws and maintains proper standards of conduct for its activities.

Auditors' report to the shareholders

We have audited the consolidated balance sheets of Corby Distilleries Limited as at August 31, 2002 and 2001 and the consolidated statements of earnings, retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Corporation as at August 31, 2002 and 2001, and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.



Chartered Accountants,
Toronto, Canada

c o n s o l i d a t e d s t a t e m e n t s o f e a r n i n g s

For the years ended August 31, 2002 and August 31, 2001

(in thousands of dollars, except share amounts)

	2002	2001
Operating revenue		
Sales	\$ 85,091	\$ 85,556
Commissions	16,694	15,653
Gross operating revenue	101,785	101,209
Operating costs		
Cost of sales	38,119	36,101
Marketing, sales and administration	32,057	31,055
Amortization	917	1,155
Total operating costs	71,093	68,311
Earnings from operations	30,692	32,898
Equity in net earnings of companies subject to significant influence	2,255	5,211
Interest expense, net	(72)	(1,152)
Earnings before income taxes	32,875	36,957
Income taxes (note 4)	7,741	8,417
Net earnings	\$ 25,134	\$ 28,540
Basic earnings per share (note 11)	\$ 3.57	\$ 4.06
Fully diluted earnings per share (note 11)	\$ 3.56	\$ 4.04

c o n s o l i d a t e d s t a t e m e n t s o f r e t a i n e d e a r n i n g s

For the years ended August 31, 2002 and August 31, 2001 (in thousands of dollars)

	2002	2001
Retained earnings – beginning of year	\$ 63,102	\$ 48,629
Net earnings	25,134	28,540
	88,236	77,169
Dividends declared and paid	14,092	14,067
Retained earnings – end of year	\$ 74,144	\$ 63,102

See accompanying notes to consolidated financial statements.

c o n s o l i d a t e d c a s h f l o w s t a t e m e n t s

For the years ended August 31, 2002 and August 31, 2001 (in thousands of dollars)	2002	2001
Cash flows from (used in) operating activities		
Net earnings	\$ 25,134	\$ 28,540
Items not affecting cash:		
Amortization	917	1,155
Future Income Taxes (note 4)	(43)	(35)
Equity earnings in excess of dividends received	(55)	(5,211)
Employee future benefits	(241)	(696)
Changes in non-cash working capital (note 5)	(282)	677
Cash flows from operating activities	25,430	24,430
Cash flows from (used in) investment activities		
Additions to capital assets	(391)	(984)
Loan to affiliated company	–	(152,500)
Cash flows used in investment activities	(391)	(153,484)
Cash flows from (used in) financing activities		
Dividends paid	(14,092)	(14,067)
Loan from affiliated company	–	152,500
Payment of long-term debt	(10,000)	(13,000)
Proceeds on issuance of capital stock	1,129	370
Cash flows from (used in) financing activities	(22,963)	125,803
Net increase (decrease) in cash equivalents*	2,076	(3,251)
Cash equivalents* beginning of year	(3,293)	(42)
Cash equivalents* end of year	\$ (1,217)	\$ (3,293)

*Cash equivalents comprised of bank indebtedness.

s u p p l e m e n t a r y c a s h f l o w i n f o r m a t i o n

For the years ended August 31, 2002 and August 31, 2001 (in thousands of dollars)	2002	2001
Income Taxes paid	\$ 7,165	\$ 10,800
Interest paid	\$ 10,887	\$ 11,775
Dividends received	\$ 2,200	\$ –
Interest received	\$ 10,790	\$ 10,531

See accompanying notes to consolidated financial statements.

c o n s o l i d a t e d b a l a n c e s h e e t s

As at August 31, 2002 and August 31, 2001 (in thousands of dollars)

Aug 31, 2002 Aug 31, 2001

ASSETS

Current assets

Accounts receivable	\$ 24,407	\$ 20,427
Interest receivable from affiliated company	1,330	–
Inventories, net (note 3)	43,657	45,323
Prepaid expenses	1,449	1,902
Future income taxes	244	139

71,087 67,791

Long-term investments

22,357 20,943

Capital assets (note 7)

5,658 6,184

Loan to affiliated company (note 6)

152,500 152,500

Employee future benefits (note 8)

3,145 2,904

Goodwill, net of accumulated amortization

4,476 4,476

\$ 259,223 \$ 254,798

LIABILITIES

Current liabilities

Bank indebtedness	\$ 1,217	\$ 3,293
Accounts payable and accrued liabilities	6,996	3,921
Interest payable to affiliated company	1,760	–
Income and other taxes payable	434	2,360

10,407 9,574

Long-term debt (note 9)

8,000 18,000

Loan from affiliated company (note 6)

152,500 152,500

Future income taxes (note 4)

1,840 1,778

172,747 181,852

SHAREHOLDERS' EQUITY

Share capital (note 10)	11,755	10,626
Retained earnings	74,144	63,102
Cumulative translation adjustments (note 12)	577	(782)

86,476 72,946

\$ 259,223 \$ 254,798

Commitments (note 14)

Contingencies (note 16)

See accompanying notes to consolidated financial statements.

Signed on behalf of the Board



George F. McCarthy
Director



Robert L. Llewellyn
Director

notes to consolidated financial statements

For the years ended August 31, 2002 and August 31, 2001

Note 1. > Summary of significant accounting policies

Corby Distilleries Limited (the "Corporation") accounting policies conform with accounting principles generally accepted in Canada and are summarized below:

Consolidation

The consolidated financial statements include the accounts of all subsidiaries.

Revenue recognition

Sales and commissions are recognized upon shipment of product to the customer.

Foreign currency translation

The foreign companies in which the Corporation has long-term investments are of a self-sustaining nature. Unrealized gains or losses on translation are shown as a separate component in shareholders' equity. These gains or losses are calculated by translating assets and liabilities at the exchange rates in effect at the balance sheet dates and by translating revenues and expenses at the average exchange rates for the years.

The monetary assets and liabilities of the Corporation which are denominated in foreign currencies are translated at exchange rates in effect at the balance sheet dates. Revenues and expenses are translated at rates of exchange prevailing on the transaction dates. All exchange gains or losses are recognized currently in earnings.

Inventories

Inventories are stated at average cost not exceeding net realizable value. They include barreled whiskies which will remain in storage over a period of years, but which are classified as current assets in accordance with the general practice of the distilling industry.

Long-term investments

The Corporation's 45% investment in the Tia Maria Group of companies is accounted for using the equity method. Under this method, the original cost of the shares is adjusted for the Corporation's share of post-acquisition earnings or losses, less dividends.

Capital assets

Buildings and machinery and equipment are carried at cost, less accumulated amortization. Amortization is provided for on the straight-line basis over periods of one to forty years depending on the nature of the asset. One-half rates are applied to assets in the year of acquisition.

Goodwill

Goodwill represents the excess of acquisition costs over amounts assigned to net identifiable assets of companies acquired. Prior to September 1, 2001, the Corporation amortized goodwill on the straight-line basis over periods of twenty-five to forty years.

Effective September 1, 2001 the Corporation adopted a new accounting policy in accordance with the new standards, as set out by the Canadian Institute of Chartered Accountants (the "CICA") in Section 3062 of the CICA Handbook, "Goodwill and Other Intangible Assets" ("Section 3062"). Section 3062 requires the Corporation to

recognize goodwill on its balance sheet at the amount initially recognized, less any write-down for impairment. Under the new standard, goodwill is not amortized. In general, goodwill is to be tested for impairment on an annual basis at the level of reporting referred to as a reporting unit. According to Section 3062, goodwill impairment losses should be recognized when the carrying amount of the goodwill of a reporting unit exceeds the fair value of the goodwill. An impairment test was performed at the date of implementation and no impairment was recognized.

Stock based compensation plans

The Corporation has a stock based compensation plan, which is described in Note 10. No compensation expense is recognized for this plan when stock or stock options are issued to employees. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital. If stock or stock options are repurchased from employees, the excess of the consideration paid over the carrying amount of the stock or stock option canceled is charged to retained earnings.

Employee future benefits

The Corporation accrues its obligations under employee benefit plans and the related costs, net of plan assets. The Corporation has the following policies:

- (a) The cost of pensions and other retirement benefits earned by employees is actuarially determined using the projected benefit method prorated on service and management's best estimate of expected plan investment performance, salary escalation, retirement ages of employees and expected health care costs.
- (b) For the purpose of calculating the expected return on plan assets, those assets are valued at fair values.
- (c) Past service costs from plan amendments are amortized on a straight-line basis over the average remaining service period of employees active at the date of amendment.

Earnings per share

In January 2001, the CICA revised Section 3500 of the CICA Handbook, "Earnings Per Share" ("Section 3500"). Section 3500 now requires the presentation of basic earnings per share and diluted earnings per share on the face of the income statement, with equal prominence and regardless of the difference between the two amounts. In the computation of diluted earnings per share, the Corporation is required to use the "treasury stock method". Under the treasury stock method, the denominator used in the computation of basic earnings per share should be increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. In addition, the numerator used in the computation of basic earnings per share should be adjusted for the effects of dilutive convertible securities. When several alternatives exist, diluted earnings per share should be based on the most advantageous conversion rate or exercise price from the standpoint of the holder of the potential common shares.

Effective September 1, 2001, the Corporation retroactively adopted Section 3500, with restatement of the prior year. The method used to calculate diluted earnings per share prior to September 1, 2001 did not have a result materially different to the treasury stock method.

Income Taxes

The Corporation accounts for income taxes under the asset and liability method, whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Measurement uncertainty

The preparation of the financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. Estimates are used when accounting for items and matters such as allowance for uncollectible accounts receivable, inventory obsolescence, amortization, asset valuations, employee future benefits, taxes, provisions, and contingencies.

Note 2. > Related party transactions

Hiram Walker & Sons Limited, a wholly owned subsidiary of Allied Domecq PLC, owns in excess of 50% of the issued voting common shares of the Corporation and is thereby considered to be the Corporation's parent. Affiliated companies are those that are also subsidiaries of Allied Domecq PLC. In addition to information provided in Note 6, transactions and balances with parent and affiliated companies includes the following:

Commercial Transactions (in thousands of dollars)			Amount of the transactions	
			2002	2001
Nature of transaction	Nature of relationship	Financial statement category		
I. The Corporation renders blending and bottling services	Parent company	Sales	\$ 799	\$ 995
II. The Corporation sells certain of its products for resale at an export level	Affiliated companies	Sales	\$ 65	\$ 75
III. The Corporation renders services, as the sole and exclusive representative, for purposes of marketing and sales of beverage alcohol products in Canada	Parent company, companies subject to significant influence, ultimate parent company and affiliated companies	Commissions	\$ 10,664	\$ 9,894
IV. The Corporation sub-contracts virtually all of its distilling, blending, bottling, storing and production activities	Parent company	Cost of sales/Inventories	\$ 13,615	\$ 17,998
V. The Corporation sub-contracts an important portion of its bookkeeping, record keeping services, certain administrative services, related data processing and maintenance of data processing activities	Parent company	Marketing, sales and administration	\$ 2,164	\$ 1,909
VI. The Corporation re-negotiated its agreements for transactions in sections III, IV and V in fiscal 2001. Substantially all of the costs associated with the re-negotiation were allocated to III and IV, described above	Parent company	Marketing, sales and administration	\$ –	\$ 112

These transactions, which are settled the following month, are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Transactions in sections III, IV, V, and VI above are covered under the terms of agreements with related parties which will expire on August 31, 2003. These agreements included a non-competition clause whereby the Corporation ceded its rights to sell beverage alcohol in bulk in favour of its parent company.

Balances	2002	2001
As at August 31 (in thousands of dollars)		
Amounts included in Accounts Receivable		
Parent company	\$ 1,330	\$ 2,517
Affiliated companies	5,521	971
	\$ 6,851	\$ 3,488

Amounts included in Accounts Payable and Accrued Liabilities		
Parent company	\$ 2,194	\$ 2,951
Affiliated companies	–	1,648
	\$ 2,194	\$ 4,599

Note 3. > Inventories-net

As at August 31 (in thousands of dollars)	2002	2001
Raw materials	\$ 2,510	\$ 3,721
Work-in-progress	\$ 27,600	\$ 32,410
Finished goods	13,547	9,192
Inventories-net*	\$ 43,657	\$ 45,323

* Net of inventory provisions of \$1,659 and \$62 as at August 31, 2002 and 2001, respectively

Note 4. > Income taxes

For the years ended August 31 (in thousands of dollars)	2002	2001
Current	\$ 7,784	\$ 8,452
Future	(43)	(35)
	\$ 7,741	\$ 8,417

The tax effects of temporary differences that give rise to significant portions of the future tax assets and future tax liabilities are presented below:

For the years ended August 31 (in thousands of dollars)	2002	2001
Future tax assets		
Accounts payable and accrued liabilities	\$ 244	\$ 139
	\$ 244	\$ 139
Future tax liabilities		
Employee future benefits	\$ (1,496)	\$ (1,360)
Capital assets	(344)	(418)
	\$ (1,840)	\$ (1,778)

The effective tax rate of 23% for the year ended August 31, 2002 and 23% for the year ended August 31, 2001 differ from the basic Federal and Provincial rates due to the following:

For the years ended August 31	2002	2001
Combined basic Federal and Provincial tax rates	40%	42%
Equity in net earnings of companies subject to significant influence	(3%)	(6%)
Income not subject to tax	(13%)	(12%)
Reduction in corporate income tax rates	—	(1%)
Other	(1%)	—
	23%	23%

Note 5. > Changes in non-cash working capital

For the years ended August 31 (in thousands of dollars)	2002	2001
(Increase) decrease in		
Accounts receivable	\$ (5,310)	\$ 213
Inventories	1,666	(2,186)
Prepaid expenses	453	286
Increase (decrease) in		
Accounts payable and accrued liabilities	4,835	14
Income and other taxes payable	(1,926)	2,350
(Increase) decrease in non-cash working capital	\$ (282)	\$ 677

Note 6. > Loan to/from affiliated company

The loan from an affiliated company represents a debt instrument from Allied Domecq PLC. The loan to an affiliated company represents an investment in the form of an interest bearing debt instrument to Allied Domecq USA, an operating subsidiary of Allied Domecq PLC.

The amount due to affiliated company bears interest at 7.66%, matures in fiscal 2006, is without recourse and is secured by the capital of Allied Domecq USA. Interest expense for the year was \$11,647,000.

The amount due from affiliated company bears interest at 7.91% and matures in fiscal 2006. Income for the year was \$11,998,000.

Note 7. > Capital assets

As at August 31 (in thousands of dollars)	2002			2001		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Land	\$ 638	\$ —	\$ 638	\$ 638	\$ —	\$ 638
Buildings	5,621	3,752	1,869	5,561	3,644	1,917
Machinery and equipment	11,044	7,893	3,151	10,713	7,084	3,629
	\$ 17,303	\$ 11,645	\$ 5,658	\$ 16,912	\$ 10,728	\$ 6,184

Note 8. > Employee future benefits

The Corporation has three defined benefit plans for executives and salaried employees. Benefits under these plans are based on years of service and compensation levels.

	Pension benefit plan salaried and executive	Pension benefit plan SERP	Other benefit plan	Total future benefit plan
Benefit obligation				
Balance - 09/01/01	\$ 31,981	\$ 4,445	\$ 7,918	\$ 44,344
Current service cost	765	204	178	1,147
Past service cost	—	—	—	—
Interest cost	2,039	289	504	2,832
Plan amendments	530	—	—	530
Employee contributions	97	—	—	97
Benefits paid	(2,890)	(651)	(684)	(4,225)
Actuarial loss (gain)	(1,104)	(170)	93	(1,181)
Balance - 08/31/02	\$ 31,418	\$ 4,117	\$ 8,009	\$ 43,544
Fair value of plan assets				
Balance - 09/01/01	\$ 41,897	\$ 1,707	\$ —	\$ 43,604
Actual return on plan assets	(3,790)	(174)	—	(3,964)
Employer contributions	—	651	—	651
Employee contributions	97	—	—	97
Benefits paid	(2,890)	(651)	—	(3,541)
Actual plan expenses	(683)	—	—	(683)
Balance - 08/31/02	\$ 34,631	\$ 1,533	\$ —	\$ 36,164
Funded status: surplus (deficit)	\$ 3,213	\$ (2,584)	\$ (8,009)	\$ (7,380)
Unrecognized net transition obligation (asset)	(4,620)	208	6,436	2,024
Unamortized past service cost	831	44	—	875
Unamortized net actuarial loss	6,441	613	572	7,626
Accrued benefit asset (liability)	\$ 5,865	\$ (1,719)	\$ (1,001)	\$ 3,145
Other information				
(Income)/expense recognized in current year	\$ 615	\$ 440	\$ 682	\$ 1,737
Amortization of transitional obligation (asset)	(349)	16	403	70
Amortization of past service costs	52	2	—	54
Amortization of actuarial loss (gain)	(103)	30	11	144
Discount rate (beginning)	6.50%	6.50%	6.50%	6.50%
Discount rate (ending)	6.75%	6.75%	6.75%	6.75%
Rate of compensation increase (beginning)	4.50%	4.50%	4.50%	4.50%
Rate of compensation increase (ending)	4.00%	4.00%	4.00%	4.00%
Expected rate of return on plan assets	8.00%	8.00%	—	8.00%

The assumed average health care cost trend rate at August 31, 2002 was 7.8%, decreasing to 4.2% over the next seven years.

Note 8. > Employee future benefits (continued)

	Pension benefit plan salaried and executive	Pension benefit plan SERP	Other benefit plan	Total future benefit plan
Benefit obligation				
Balance - 09/01/00	\$ 31,388	\$ 3,964	\$ 7,686	\$ 43,038
Current service cost	616	183	158	957
Past service cost	—	—	—	—
Interest cost	2,042	268	508	2,818
Plan amendments	—	48	—	48
Employee contributions	102	—	—	102
Benefits paid	(2,887)	(168)	(646)	(3,701)
Actuarial loss	720	150	212	1,082
Balance - 08/31/01	\$ 31,981	\$ 4,445	\$ 7,918	\$ 44,344
Fair value of plan assets				
Balance - 09/01/00	\$ 49,932	\$ 2,380	\$ —	\$ 52,312
Actual return on plan assets	(4,824)	(673)	—	(5,497)
Employer contributions	—	168	—	168
Employee contributions	102	—	—	102
Benefits paid	(2,887)	(168)	—	(3,055)
Actual plan expenses	(426)	—	—	(426)
Balance - 08/31/01	\$ 41,897	\$ 1,707	\$ —	\$ 43,604
Funded status: surplus (deficit)	\$ 9,916	\$ (2,738)	\$ (7,918)	\$ (740)
Unrecognized net transition obligation (asset)	(4,969)	224	6,839	2,094
Unamortized past service cost	351	46	—	397
Unamortized net actuarial loss	354	587	212	1,153
Accrued benefit asset (liability)	\$ 5,652	\$ (1,881)	\$ (867)	\$ 2,904
Other information				
(Income)/expense recognized in current year	\$ (1,013)	\$ 289	\$ 700	\$ (24)
Amortization of transitional obligation (asset)	(175)	44	368	237
Amortization of past service costs	22	2	—	24
Amortization of actuarial loss (gain)	(537)	(6)	—	(543)
Discount rate (beginning)	6.75%	6.75%	6.75%	6.75%
Discount rate (ending)	6.50%	6.50%	6.50%	6.50%
Rate of compensation increase	4.50%	4.50%	4.50%	4.50%
Expected rate of return on plan assets	8.00%	8.00%	—	8.00%

The assumed average health care cost trend rate at August 31, 2001 was 6.2%, decreasing to 4.5% over the next five years.

Note 9. > Long-term debt

As at August 31 (in thousands of dollars)	2002	2001
Bankers' acceptance, interest rate of 3.0% (August 2001 - 4.0%)	\$ 8,000	\$ 18,000

Bankers' acceptance are borrowings under a committed revolving bank credit facility that provides the Corporation the right to borrow up to \$50 million at the bankers' acceptance floating rates repayable in full on March 20, 2005. Interest expense on long-term debt for the year was \$415,000 (2001 - \$1,548,000).

Note 10. > Share capital

As at August 31 (in thousands of dollars, except number of shares)	2002	2001
Number of Shares Authorized:		
Voting Class A Common Shares - no par value	Unlimited	Unlimited
Non-voting Class B Common Shares - no par value	Unlimited	Unlimited
Number of Shares Issued and Fully Paid:		
Voting Class A Common Shares	6,068,580	6,068,580
Non-voting Class B Common Shares - beginning of year	966,571	953,721
Non-voting Class B Common Shares - issued during the year	31,501	12,850
Non-voting Class B Common Shares - end of year	998,072	966,571
	7,066,652	7,035,151
	\$ 11,755	\$ 10,626

In prior years, the Corporation established a Non-voting Class B Common Share Option Plan and set aside 200,000 Non-voting Class B Common Shares. Through the Share Option Plan, options were granted to officers and employees for the purchase of Non-voting Class B Common Shares. Options were granted at prices equal to the closing market value on the last trading day prior to the grant and are exercisable from six to nine years from the date of vesting. Options vest from one to four years after the grant date. The issuance of all the reserved shares under the Plan would not have a material dilutive effect on the Corporation's earnings per share. During the year, 31,501 options were exercised for total proceeds of approximately \$1,129,000.

A summary of the status of the stock option plan and changes during the year is presented below:

	Options 2002	Weighted average exercise price 2002	Options 2001	Weighted average exercise price 2001
As at August 31				
Outstanding, beginning of year	102,300	\$ 46.11	81,425	\$ 41.29
Granted	—	—	48,650	49.75
Exercised through the purchase option	(31,501)	35.85	(12,850)	28.82
Cancelled	(16,774)	49.04	(14,925)	49.99
Outstanding, end of year	54,025	\$ 51.19	102,300	\$ 46.11

As at August 31	Number outstanding 2002	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable 2002	Weighted average exercise price
Range of Exercise Prices					
\$27.39 - \$46.39	15,500	6.7	\$ 44.59	10,950	\$ 43.90
\$49.75 - \$67.00	38,525	8.7	\$ 52.69	12,919	\$ 56.33

Note 11. > Earnings per share

The following table sets forth the computation of basic and fully diluted earnings per share:

As at August 31 (in thousands of dollars, except share amounts)	2002	2001
Numerator:		
Net income	\$ 25,134	\$ 28,540
Denominator:		
Denominator for basic earnings per share - weighted average shares outstanding	7,046,382	7,033,620
Effect of dilutive potential common shares	15,188	26,379
Denominator for diluted earnings per share	7,061,570	7,059,999

Note 12. > Cumulative translation adjustments

For investments in self-sustaining operations, cumulative translation adjustments represent the unrealized gain or loss on the Corporation's net investment in foreign companies. These valuation adjustments are recognized in earnings only when there is a reduction in the Corporation's investment in the respective foreign companies.

As at August 31 (in thousands of dollars)	2002	2001
Balance - beginning of year	\$ (782)	\$ (1,570)
Translation adjustment of long-term investments	1,359	788
Balance - end of year	\$ 577	\$ (782)

Note 13. > Financial instruments

Credit risk

The Corporation's accounts receivable are substantially with Provincial liquor boards which virtually eliminates credit risk.

Fair values

The financial instruments used by the Corporation are limited to short-term financial assets and liabilities, long-term debt and loans to/from affiliates. Short-term financial assets are comprised of accounts receivable. Short-term financial liabilities are comprised of bank indebtedness, accounts payable and accrued liabilities. The carrying amounts of these short-term assets and liabilities are a reasonable estimate of the fair values, given the short-term maturity of those instruments. Long-term debt is comprised of bankers' acceptance, the carrying values of which approximate their fair values since they bear interest at a current interest rate. The loans to/from affiliates are carried at values that approximate fair values, since they bear interest rates consistent with similar securities.

Note 14. > Commitments

Future minimum payments under operating leases and contractual commitments for premises and equipment for the next five years and thereafter are as follows:

As at August 31 (in thousands of dollars)	2002
2003	1,013
2004	976
2005	824
2006	704
2007	529
Thereafter	492
	\$ 4,538

Note 15. > Segmented information

The Corporation's activities are comprised of the production of spirits, along with the distribution of spirits, imported wines and liqueurs. In fiscal 2002 commissions from the distribution of imported wines accounted for 5.9% of gross operating revenue (fiscal 2001 – 5.7%).

For the year ended August 31, 2002 and the year ended August 31, 2001, the Corporation's gross revenue and identifiable assets are all attributable to its domestic Canadian operations. Export sales account for less than 10% of gross operating revenue. The Corporation's equity in net earnings of companies subject to significant influence is derived principally from European based operations.

In fiscal 2002, sales to three major customers accounted for 38%, 16% and 13%, respectively, of gross operating revenue (fiscal 2001 - 39%, 16% and 12%).

Note 16. > Contingencies

The Corporation is contingently liable with respect to pending litigation and claims arising in the normal course of business. Although the ultimate outcome of these matters is not presently determinable, at this point in time management believes that the resolution of all such pending matters will not have a material adverse effect on the Corporation's financial position or results of operations.

Note 17. > Comparative figures

Certain 2001 figures have been reclassified to conform to the financial statement presentation adopted in 2002.

t e n y e a r r e v i e w

	Year ended August 31							Six months ended August 31	Year ended February 28/29		
	2002	2001	2000	1999	1998	1997	1996	1995	1995*	1994*	1993
Results (in millions of dollars)											
Gross operating revenue	101.8	101.2	93.4	101.1	97.2	92.1	84.5	40.6	88.4	93.4	99.5
Earnings from operations	30.7	32.9	29.1	30.1	30.1	32.4	30.4	12.5	33.4	35.6	42.4
Earnings before extraordinary item excluding after-tax restructuring costs	25.1	28.5	21.2	25.7	30.5	29.2	26.7	12.4	28.4	32.4	34.7
Net earnings	25.1	28.5	20.4	22.8	27.8	28.5	26.7	12.4	28.6	30.0	34.7
Cash provided from operations	25.4	24.4	24.1	17.2	32.0	21.3	22.4	14.0	22.3	17.6	37.5
Year-end position (in millions of dollars)											
Working capital	60.7	58.2	62.2	64.0	62.8	92.1	90.4	79.8	62.8	49.2	146.9
Total assets	259.2	254.8	94.2	107.4	101.7	161.9	144.1	120.8	115.5	209.5	191.4
Long-term debt	8.0	18.0	31.0	39.0	43.0	—	—	—	—	—	—
Shareholders' equity	86.5	72.9	57.3	53.1	44.8	144.6	128.7	109.9	104.1	81.4	173.3
Per common share (in dollars)											
Net earnings before extraordinary item excluding after-tax restructuring costs	3.57	4.06	3.02	3.67	4.37	4.16	3.77	1.75	4.02	4.62	4.94
Net earnings	3.57	4.06	2.91	3.25	3.98	4.06	3.77	1.75	4.05	4.27	4.94
Cash provided from operations	3.61	3.46	3.43	2.45	4.59	3.03	3.17	1.98	3.16	2.50	5.33
Shareholders' equity	12.24	10.37	8.16	7.58	6.41	20.76	18.20	15.56	14.76	11.54	24.67
Special dividend paid	—	—	—	—	16.50	—	—	—	—	16.50	—
Dividends paid	2.00	2.00	2.00	2.00	1.70	1.28	1.24	0.62	1.15	1.12	1.07
Market value per common share											
High	61.95	67.50	84.00	88.00	76.50	58.00	46.00	38.00	40.00	58.13	54.00
Low	53.00	45.10	44.50	67.00	54.75	40.75	37.75	31.50	33.00	37.13	42.00
Close at end of year	57.05	64.05	49.80	70.00	73.00	55.00	43.00	37.75	33.75	37.13	48.25
Other statistics											
Working capital ratio	6.8	7.1	16.7	5.3	6.1	7.1	7.8	9.7	7.3	1.4	9.2
Pre-tax return on average capital employed	34.8	40.4	34.9	38.6	34.3	31.6	33.6	44.8	45.8	38.0	35.4
Earnings from operations as a % of gross revenue	30.2	32.5	31.2	29.8	31.0	35.2	36.0	30.7	37.8	38.1	42.6
Return on average shareholders' equity	31.5	43.8	37.0	46.5	29.3	20.9	22.3	30.3	30.8	23.6	21.6
Number of shareholders	785	813	855	891	933	985	1,068	1,136	1,174	1,192	1,308
Number of shares outstanding ('000's)	7,067	7,035	7,020	7,006	6,989	6,966	7,071	7,060	7,058	7,057	7,024
Average number of employees	130	133	150	156	155	164	148	154	153	170	173
Segmented information (in millions of dollars)											
Gross operating revenue from Canadian operation	101.8	101.2	93.4	101.1	97.2	92.1	84.5	40.6	88.4	93.4	99.5
Pre-tax earnings from Canadian operations	30.7	32.9	29.1	30.1	30.0	34.2	33.3	15.0	35.4	44.3	51.7
Net earnings before extraordinary item: Canadian operations	22.8	23.3	15.4	15.8	20.9	19.3	19.2	8.8	20.8	25.6	29.4
Foreign operations	2.3	5.2	5.0	7.0	6.9	9.2	7.5	3.6	7.8	4.4	5.3

* Restated

directors and officers & general information

Directors

John Nicodemo
Chief Financial Officer,
Vice President, Finance
& Corporate Secretary
(Year Elected 2000)

Patricia Nielsen
C.E.O Maxxam
Toronto, Ontario
(Year Elected 2000)

John A. Giffen
Company Director
Windsor, Ontario
(Year Elected 1980)

Robert L. Llewellyn
Company Director
Toronto, Ontario
(Year Elected 1999)

Harold V. Gorman
Senior Vice President
and General Counsel
Allied Domecq Spirits
& Wine, N.A.
(Year Elected 2000)

Garth M. Girvan
Partner, McCarthy Tétrault
Barristers and Solicitors
Toronto, Ontario
(Year Elected 1998)

George F. McCarthy
Chairman of the Board
of the Corporation
(Year Elected 1993)

Krystyna T. Hoeg
President and
Chief Executive Officer
of the Corporation
(Year Elected 1996)

Mary Thomas
Senior Vice President
Human Resources, N.A.
Allied Domecq
Spirits & Wine, N.A.
(Year Elected 2000)

Officers

George F. McCarthy
Chairman of the Board

Krystyna T. Hoeg
President and
Chief Executive Officer

John Nicodemo
Chief Financial Officer,
Vice President, Finance
& Corporate Secretary

Andrew Alexander
Vice President, Sales

Michael Minchin
Vice President, Marketing

Howard Kirke
Vice President
International Markets

Board Committees

Executive Committee
George F. McCarthy
Chairperson

John A. Giffen
Garth M. Girvan
Krystyna T. Hoeg

Retirement Board

Committee
Krystyna T. Hoeg
Chairperson

Robert L. Llewellyn
John Nicodemo

Audit Committee
Robert L. Llewellyn
Chairperson

John A. Giffen
Garth M. Girvan
Harold V. Gorman

Management Resources Committee

Patricia Nielsen
Chairperson

Robert L. Llewellyn
Mary Thomas

Independent Committee

Robert L. Llewellyn
Chairperson

John A. Giffen
Garth M. Girvan
George F. McCarthy
Patricia Nielsen

Corporate Governance & Nominating Committee

Garth M. Girvan
Chairperson

John A. Giffen
John Nicodemo

General Information

**Transfer Agent
and Registrar**
**Computershare Trust
Company of Canada**

Auditors
KPMG LLP

Bankers
Toronto Dominion Bank
Bank of Montreal

Solicitors
McCarthy Tétrault LLP

Annual & General Meeting of Shareholders

Wednesday, January 22, 2003
at 11 o'clock in the forenoon,
Arcadian Court, Hudson's Bay
Company (Simpson's Tower)
401 Bay Street, 8th Floor
Toronto, Ontario

Offices

Executive Office
193 Yonge Street
Toronto, Ontario M5B 1M8
Tel: 416.369.1859

Registered Office

193 Yonge Street,
Toronto, Ontario
Canada M5B 1M8

Distillery

950 chemin des Moulins,
Montréal, Québec H3C 3W5
Tel: 514.878.4611

Sales Offices

193 Yonge Street,
Toronto, Ontario M5B 1M8
Tel: 416.369.1859

950 chemin des Moulins,
Montréal, Québec H3C 3W5
Tel: 514.871.9090

10709 – 181st Street,
Edmonton, Alberta T5S 1N3
Tel: 403.481.9107

Unit 2168, 13353 Commerce
Parkway, Richmond,
British Columbia V6V 3A1
Tel: 604.276.8121

Corby thanks all our people

what's their drink?

SHAYNE ACKERL Courvoisier VSOP & Ginger	ANDREW ALEXANDER Beefeater Martini	DAVID BARWISE Lamb's Amber Rum	DEBBIE BEACH Polar Ice Vodka Martini	NATHALIE BEAUDIN Malibu Rum and Orange	SYLVIE BEAUDIN Polar Ice Bloody Caesar	RYAN BIEBER Canadian Club Manhattan
JASON BLACK Polar Ice Bloody Caesar	BRUNO BLAIN Courvoisier VSOP	STEPHANE BLOUIN Beefeater Gin & Tonic	SEBASTIEN BOISCLAIR Malibu and Pineapple	LARRY BOISMENU Pike Creek	ILDIKO BOOTH Polar Ice and Orange	TIM BORGHESE Wiser's and Ginger Ale
MARIA BORIS Polar Ice and Orange	HELEN BOUGHTON Beefeater Gin & Tonic	JACKIE BRENKEL Polar Ice Martini	ANDREA BRIDGE Wiser's and Coke	DANIEL BRISEBOIS Courvoisier VSOP	DARYN BROWN Wiser's De Luxe on the rocks	SEBASTIEN BRUNEAU Courvoisier VSOP
IAN BUCHANAN Sauza and Cranberry	JUDY BULL Malibu and O.J.	ROBERT CARRIERE Wiser's De Luxe and water	MARC CASTONGUAY Polar Ice Bloody Caesar	BERNARDINO CECCUCCI Lamb's Amber Rum	FARREL CHOW Chocolate Martini (PIV & Crème de Cacao)	MARLENE CLOUTIER Maker's Mark Manhattan
JAMES COOTE C.C. & G	CAROL COPE Folonari Pinot Grigio	ANDREW CORCORAN Rye & Coke	BEVERLEY CRAIG Lamb's Palm Breeze & Coke	GERRY CRISTIANO Maker's Mark Manhattan	MARK CRUIKSHANK C.C. and Coke	KRISTINA CSEH Lamb's Banana Daiquiri
ROY DACOSTA Sauza Tequila Caesar	LORRAINE DALEY Polar Ice and Orange	JODY DAVIS Kahlua Quickie (Chocolate milk, Kahlua and ice)	LORRAINE DAWSON Polar Ice Breeze Martini	JOSEE DELORME Lamb's Rum and Coke	ERIC DENIS Polar Ice and Orange	KIRSTEN DEWITT Wiser's De Luxe
PETER DIBELLA Wiser's Special Blend	GUS DICESARE Polar Ice Martini	PETER DIMULKAS Canadian Club Reserve and Coke with a lime	RICK DMYTRYSHYN C.C. & G	SEBASTIEN DULAC Keg Caesar	MARTIN DUQUETTE Keg Caesar	DAVID ESTEPHAN Wiser's and Ginger Ale with a twist of lime
MATTHEW FINDEN Lamb's Palm Breeze & Coke with a twist of lime	NICOLAS FIORAMORE Pike Creek	SCOTT FORREST Cuba Libre	BENOIT FORTIN C.C. & G	MATHEU FORTIN Polar Ice Martini	MICHEL FORTIN Amaretto Del Amorosa	CLAUDE FOUCREAU Polar Ice Martini
ANNIE FOURNIER Polar Ice Cosmo Martini (with MCG triple sec)	LOUISE GABOURY Polar Ice Martini	MARIZULL GAINZA Polar Ice and Orange	SUNIL GANDHI Polar Ice Vodka & Seven	SILVANA GIARDINO Maker's Mark Manhattan	ROBERT GIRARD DK Rum with pineapple and grapefruit juice	SEBASTIEN GIROUX Beefeater Dry Martini
JANICE GRANT Malibu with pineapple and orange juice	JOHN GRANT Malibu with pineapple and orange juice	STEFANIE GRETSINGER Maker's Mark on ice with a splash of water	STEPHANE GUIGNARD Malibu with pineapple and orange juice	KEN GUSTAFSON Beefeater Gin with soda, twist of lime	JAY GYUG Wiser's Oldest on the rocks	RAYMOND HAJJAR C.C. & G
WILLIAM HAMILTON Keg Caesar	KEVIN HANSON Wiser's Oldest on the rocks	JEFF HILDAHL Drambuie on the rocks	KENNETH HINDS Beefeater Martini on the rocks	KRYSTYNA HOEG Wiser's perfect Manhattan, straight-up, twist.	RICHARD HOLLIHAN Black Sheep (Lamb's Palm Breeze Martini with a black olive)	RYLAN HOPF Polar Ice
NIKOLAS HOUTHOOFT Wiser's De Luxe	REMY HOUTHOOFT Wiser's Special Blend	STEVE HUMENIUK Malibu Rum and Orange	ROBERT HUPKA Polar Ice, water and a slice of lemon	GERRY HURREL Sour Puss Apple Polar Ice Martini	MICHELLE HUTCHINSON-HARRIS Sweet Tart Martini (Sour Puss Raspberry, Polar Ice Vodka, splash of Cranberry Juice)	RON JUDSON Malibu Rum and Orange
RICK KACZMAREK Keg Caesar	BRUCE KAHAN Beefeater and Club Soda, splash of lime	HULYA KESEBI Keg Caesar	HOWARD KIRKE Wiser's Very Old Perfect Manhattan	MARC LABONTE Polar Ice Bloody Caesar	FRANCOIS LACHAPELLE Polar Ice and Orange	DALE LARSEN Polar Ice and club soda with a splash of orange juice - stirred

for making 2002 such a successful year

REGENT LAUZON
Polar Ice Martini

FRANKLIN LAVERTY
Malibu and
orange juice

MINH LE CONG
Courvoisier XO

RODRIGUE LEBEL
Malibu
and Coke

CYNTHIA LEFEBVRE
Polar Ice
and Orange

DIANE LEGARE
Polar Ice with
orange juice

RICHARD LEGAULT
Malibu
and Coke

HUBERT LEMAY
Brazilian Coffee (Café
Royal, Orange & Brandy)

DEBORAH LENNIE
Stoli Raz
and Orange

TONY LEO
Sour Puss Tangerine

PATRICE LIMOGES
De Kuyper Gin

SAMARIE LUMSDEN
Stoli Martini

BENOIT LUSSIER
Wiser's De Luxe

ANDREW MACDONALD
Polar Ice Hard Cocktail
(PI, Sour Puss Orange
and Sprite)

SUSAN MACKAY
Polar Ice
Martini

CAROLYN MACLEOD
Stoli Raz, water and
cranberry with a
squeeze of lemon

ROBERT MAILLE
Polar Ice
Martini

JEAN-FRANÇOIS MALLETTE
Malibu and Coke

ERIC MARCIL
Polar Ice
Bloody Caesar

STEPHANIE MARCOUX
Polar Ice & Tonic with
a twist of lemon

FELIX MARTIN
Malibu and Pineapple

MICHELLE MARTIN
CV Rouge

MINI MATHEWS
Malibu and
orange juice

GEORGE McFARLANE
Wiser's De Luxe
& Ginger

CAROL MCKENZIE
Malibu and Pineapple

DAVID MCKEON
Polar Ice and Soda
with a twist of lime

MIKE McNULTY
Canadian Club

MICHAEL McPHAIL
Lamb's Pal Breeze and
7-Up with lime

TRACHLYNN MENDEZ LIMAS
Folonari Verdiccio

ANASTASIA MICHELIS
Canadian Club
and Ginger

MICHAEL MINCHIN III
Laphroaig with
two ice cubes

DIANA MINNELLA
Sutter Home

ISMAT MIRZA
Sutter Home

FARZANAH MOHAMED
Polar Ice
Chocolate Martini

JEAN-CLAUDE MOREAU
Polar Ice
Martini

ARDEL MURAD
Courvoisier VSOP

JANELLE NEUFELD
Beefeater Caesar

JOHN NICODEMO
Canadian Club
& Ginger Ale

CONNIE ORGAN
Polar Ice "Code Red"
Martini (Polar Ice, Sour
Puss Raspberry and
cranberry juice)

MARC PAQUET
Beefeater Caesar

TRACY PATTERSON
Malibu Rum
and Orange

ANDREW PAUL
Beefeater Caesar

JOEL PETERSON
Black Russian
and Polar Ice

MARC-ANTOINE PHANEUF
Malibu Rum
and Orange

MICHEL PHANEUF
Ballantine Scotch

ANDREW PHILIP
Wiser's De Luxe and
ginger ale with lime

MIRKO PIDHIRSKY
Mirko Martini (PI, McG
Melon, Crème de
Banana, Malibu and
Orange juice)

GARTH PIEPER
Polar Ice Cosmopolitan

MYRON PODLOSKI
Wiser's De Luxe
& Ginger Ale

DOMINIC POIRIER
Malibu Rum
and Orange

GERMAIN POIRIER
Beefeater Caesar

KATHARINE PRICE
Polar Ice
Cosmopolitan

BENOIT PRONOVOST
Folonari Verdiccio

SERGE PRONOVOST
Polar Ice
Cosmopolitan

JAMES QUIGG
Stoli Raz with a splash
of raspberry water

JEFFERY RAINE
Polar Breeze

LAVERN RALLIFORD
Folonari Verdiccio

NAPIER RATHBUN
Canadian Seabreeze
(Canadian Club, ginger,
pineapple juice and
grenadine with slice of lime)

TRACY REDMOND
Folonari Verdiccio

JERRY REID
Malibu Rum
and Orange

JAKOB RIPSHEIN
Beefeater Martini
straight up with 3 olives

WILLIAM ROBBINS
Stoli Vanilla
& Diet Coke

ELISE ROBITAILLE
Beefeater Caesar

JANICE ROBSON
Toasted Almond (Kahlua,
Amaretto and milk on ice
topped with marachino
cherries)

CHRIS ROUSSELLE
Malibu Rum
and Orange

CARLO RUGGERO
Maker's Mark
Manhattan

VALERIE SENDER
Canadian Club press
with a squeeze of lemon

FIORENTINO SIMBOLI
Meaghers Café Latte
Royal

DEREK SMALL
Stoli Vanil and Ginger
Ale, squeeze of lime

DAVID SMITH
Maker's Mark
Manhattan

IAN SPARKS
Beefeater & Tonic
with lime

MONIQUE ST. PIERRE
Malibu Rum
and Orange

WILLIAM STEFANUK
Beefeater Caesar

ALAN SULLIVAN
Polar Ice Caesar

CRAIG SWIM
Maker's Mark
Manhattan

JANICE SYKES
Polar Ice Old Fashioned
Martini with a twist

LIZ TAYLOR
Malibu Rum
and Orange

DENIS TRAHAN
Maker's Mark
Manhattan

WILLIAM UNDERHILL
Beefeater Caesar

JULIE VAILLANCOURT
Maker's Mark
Manhattan

NICOLE VAILLANCOURT
Malibu Rum
and Orange

NATHALIE VILLEMAIRE
Polar Ice Cosmopolitan

PIERINO VITTORI
Canadian Club
Manhattan

ROBERT VUKIC
Polar Ice
Vodka Paralyzer

DAVID WARNER
Courvoisier & Tonic

EWAN WEBSTER
Malibu Rum
and Orange

LARRY WILLARD
Maker's Mark
Manhattan

SHILA WOLFF
Polar Ice Cosmopolitan

WINSTON WORTHMAN
Lamb's Palm Breeze
& Diet Coke

CORBY

